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*Proposed Counsel for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

RTW RETAILWINDS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 20-18445 (JKS)

(Jointly Administered)

HEARING DATE AND TIME:

August 26, 2020, at 10:00 a.m. (EST)

**NOTICE OF DEBTORS' MOTION FOR ENTRY OF AN ORDER (I) APPROVING
DEBTORS' KEY EMPLOYEE INCENTIVE PLAN AND KEY EMPLOYEE
RETENTION PLAN, AND (II) GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE that on August 26, 2020, at 10:00 a.m. (EST), or as soon thereafter as counsel may be heard, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), by and through their undersigned proposed counsel, shall move

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's federal tax identification number, as applicable, are as follows: RTW Retailwinds, Inc. (1445); Lerner New York Holding, Inc. (2460); Lernco, Inc. (4787); Lerner New York, Inc. (2137); New York & Company, Inc. (4569); Lerner New York GC, LLC (6095); Lerner New York Outlet, LLC (6617); New York & Company Stores, Inc. (6483); FTF GC, LLC (7341); Lerner New York FTF, LLC (6279); Fashion to Figure, LLC (6997); FTF IP Company, Inc. (6936). The Debtors' principal place of business is 330 W. 34th St., 9th Floor, New York, New York 10001.

(the “**Motion**”) before the Honorable John K. Sherwood, United States Bankruptcy Judge, in Courtroom 3D of the United States Bankruptcy Court for the District of New Jersey, 50 Walnut Street, Third Floor, Newark, New Jersey 07102, seeking entry of an order pursuant to sections 105(a), 363(b), 503(b), 503(c) and 507(a)(2) of title 11 of the United States Code (the “**Bankruptcy Code**”): (a) authorizing, but not directing, the Debtors to implement the proposed key employee incentive plans (the “**KEIP**”) and key employee retention plan (the “**KERP**”), (b) granting administrative expense priority status to the incentive and retention payments, and (c) granting such other relief as the Court deems appropriate, all as more fully set forth in the Motion.

PLEASE TAKE FURTHER NOTICE that in support of the Motion, the Debtors shall rely on the *Declaration of Robert Shapiro in Support of Debtors’ Motion for Entry of an Order Approving Debtors’ Key Employee Incentive Plan and Key Employee Retention Plan* and the Motion which sets forth the relevant factual bases upon which the relief requested should be granted. A proposed Order granting the relief requested in the Motion is also submitted herewith.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the relief requested in the Motion shall: (i) be in writing, (ii) state with particularity the basis of the objection, and (iii) be filed with the Clerk of the United States Bankruptcy Court electronically by attorneys who regularly practice before the Bankruptcy Court in accordance with the General Order Regarding Electronic Means for Filing, Signing, and Verification of Documents dated March 27, 2002 (the “**General Order**”) and the Commentary Supplementing Administrative Procedures dated as of March 2004 (the “**Supplemental Commentary**”) (the General Order, the Supplemental Commentary and the User’s Manual for the Electronic Case Filing System can be

found at www.njb.uscourts.gov, the official website for the Bankruptcy Court) and, by all other parties-in-interest, on CD-ROM in Portable Document Format (PDF), and shall be served in accordance with the General Order and the Supplemental Commentary, so as to be received no later than seven (7) days before the hearing date set forth above.

PLEASE TAKE FURTHER NOTICE that unless objections are timely filed and served, the Motion shall be decided on the papers in accordance with D.N.J. LBR 9013-3(d), and the relief requested may be granted without further notice or hearing.

Dated: July 29, 2020

Respectfully submitted,

COLE SCHOTZ P.C.

By: /s/ Michael D. Sirota

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